

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF VERMONT

ALICE H. ALLEN AND LAURENCE E.)
ALLEN, d/b/a Al-lens Farm,)
VINCE NEVILLE, GARRET SITTS)
and RALPH SITTS, JONATHAN AND)
CLAUDIA HAAR, and DONNA HALL on)
behalf of themselves and all others similarly)
situated,)

Plaintiffs,)

v.)

DAIRY FARMERS OF AMERICA, INC.,)
DAIRY MARKETING SERVICES, LLC, and)
DEAN FOODS COMPANY.)

Defendants.)

Docket No. 5:09-cv-00230-cr

Judge Christina Reiss

**MOTION FOR PRELIMINARY APPROVAL OF
PROPOSED SETTLEMENT WITH DEAN FOODS COMPANY**

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, Plaintiff class representatives Alice H. Allen and Laurence E. Allen, Vince Neville, Garret Sitts and Ralph Sitts, Jonathan Haar and Claudia Haar, and Donna Hall (collectively, "Plaintiffs") hereby move for an Order granting preliminary approval of the settlement reached between Plaintiffs and Defendant Dean Foods Company ("Dean"). The settlement terms are memorialized in the Settlement Agreement entered into by the parties on December 7, 2010.

Plaintiffs respectfully request that the Court:

- (a) Grant preliminary approval of the proposed Settlement of this litigation between Plaintiffs on behalf of the Settlement Class and Defendant Dean;
- (b) Certify the proposed Settlement Class;
- (c) Appoint Cohen Milstein Sellers & Toll PLLC and Howrey LLP as Settlement Class Counsel;
- (d) Approve forms of class Notice to be provided to Settlement Class members;
- (e) Authorize dissemination of the Notice to Settlement Class members and publication of the Summary Notice;
- (f) Schedule a hearing before the Court to determine whether the proposed Settlement should be granted final approval and whether an application by Class Counsel for an award of attorneys' fees and payment of costs and expenses should be granted approval; and
- (g) Grant a stay of all proceedings in the Action against Dean.

This motion is made on the ground that the settlement for \$30,000,000.00 and Dean's agreement to modify its purchasing practices for the purchase of raw milk in the Northeast is fair, reasonable, and adequate to the Settlement Class, thereby satisfying the requirements of Rule 23(e) of the Federal Rules of Civil Procedure. This motion is based on the Settlement Agreement with Dean (submitted herewith), the Memorandum in Support of Motion for Preliminary Approval of Proposed Settlement with Dean (submitted herewith), all pleadings filed in this case, and such additional evidence or argument as may be presented to the Court.

Dated: December 23, 2010

Respectfully submitted,

/s/ Kit A. Pierson

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CERTIFICATE OF SERVICE

I certify, this 23rd day of December, 2010, that notice of the filing of the

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WITH DEAN FOODS COMPANY**

was served via operation of the electronic filing system of the U.S. District Court for the

District of Vermont on December 23, 2010, or via other means on December 23, 2010,

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